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SURFACE TRANSPORTATION BOARD

August 12, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: TTX Company
Termination of Lease and Security Documents
Lease No. 31D

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Termination of Lease (No. 31D), dated as of August 3, 2010, between U.S. Bank National Association (successor to The Connecticut National Bank) not in its individual capacity, but solely as Owner Trustee, as lessor (the "*Lessor*"), and TTX Company (formerly Trailer Train Company) as lessee (the "*Lessee*").

Please note that the enclosed document relates to the lease agreement previously filed under Recordation Number 16763-B and supplements thereto were subsequently filed under Recordation Numbers 16763-D and 16763-E.

The names and addresses of the parties to the enclosed document are as follows:

Chapman and Cutler LLP

Lessee: TTX Company
101 North Wacker Drive
Chicago, Illinois 60606

Lessor: U.S. Bank National Association
Corporate Trust Services
225 Asylum Street - 23rd Floor
Hartford, CT 06103

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

The 127 railcars (including casualties) within the series TTAX 76121 - TTAX 76250 and TTAX 78053 - TTAX 78217 as more specifically described in Schedule 1 attached hereto.

A short summary of the document to appear in the index follows:

Termination of Lease (No. 31D).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 2003

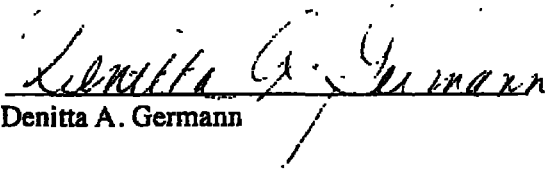
Chapman and Cutler LLP

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3724.

Sincerely,

CHAPMAN AND CUTLER LLP

By


Denitta A. Germann

DAG/meg
Enclosures

**SCHEDULE 1
LEASE No. 31D**

PURCHASED RAILCARS

TYPE OF EQUIPMENT	BUILDER	REMAINING CAR NUMBERS	NO. OF UNITS REMAINING
Five-unit all purpose articulated spine cars – TTAX	Trinity	76121 – 76139	59
		76193 – 76221	
		76223	
		76240 – 76249	
Five-unit all purpose articulated spine cars – TTAX	Bethlehem	78053	63
		78073	
		78077	
		78080	
		78119	
		78145 – 78152	
		78154 – 78177	
		78179 – 78200	
		78203	
		78210	
		78215	
		78217	
		Total	122

CASUALTIED RAILCARS

EQUIPMENT TYPE	BUILDER	CAR NUMBERS	NUMBER OF CARS
Five-unit all purpose articulated spine cars – TTAX	Trinity	76250	1
Five-unit all purpose articulated spine cars – TTAX	Bethlehem	78054 78153 78178 78204	4
TOTAL CASUALTIED RAILCARS			5

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**TERMINATION OF LEASE
(STB)****SURFACE TRANSPORTATION BOARD**

THIS TERMINATION OF LEASE (No. 31D) is made and entered into as of August 3, 2010 by and between U.S. BANK NATIONAL ASSOCIATION (successor to The Connecticut National Bank), not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and TTX COMPANY (formerly Trailer Train Company) as Lessee ("*Lessee*").

1. Lessor has leased to Lessee certain railroad equipment pursuant to the Lease of Railroad Equipment (No. 31D), dated as of January 2, 1990 (as amended, modified or supplemented, the "*Lease*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on February 13, 1990 under Recordation Number 16763-B, and filings relating to the subject railcars were also filed under Recordation Numbers 16763, 16763-A, and 16763-C through H.

2. The Lease is terminated effective as of the date hereof and Lessor hereby releases all of its right, title and interest in and to the railroad equipment set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner
Trustee

By: 

Name:

Title: Mark A. Forgetta
Vice President

STATE OF CONNECTICUT)

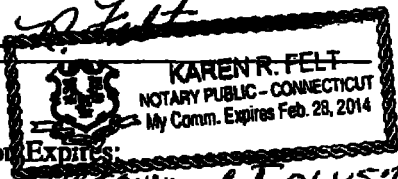
) SS.:

COUNTY OF HARTFORD)

On this, the 2nd day of August, 2010, before me, a Notary Public in and for said County and State, personally appeared Mark A. Forgetta, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on August 2nd, 2010 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Karen R. Felt
Name: _____
Notary Public _____
My Commission Expires: _____
Residing in Middletown, CT 06457
(SEAL)



**EXHIBIT A
RAILCARS**

PURCHASED RAILCARS

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		76223	
		76240 – 76249	
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		78073	
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		78080	
		78119	
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		78203	
		78210	
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TOTAL CASUALTIED RAILCARS			5

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

8 / 13 / 10



Robert W. Alvord